

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TCI BUSINESS CODE _____

17-13-1415223

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



Affix Barcode Label Here

ID # 00000279 ACK # 1000362008330492

PAGES: 0006

GUARDIAN FUND II - LARGO 95, LLC

07/22/2015 AT 12:48 P WO # 0004510308

New Name _____

FEES REMITTED

Base Fee:	<u>20</u>
Org. & Cap. Fee:	_____
Expedite Fee:	_____
Penalty:	_____
State Recordation Tax:	<u>10</u>
State Transfer Tax:	<u>8</u>
Certified Copies	_____
Copy Fee:	_____
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other: <u>Prince George's County</u>	<u>0</u>
TOTAL FEES:	<u>20</u>

_____	Change of Name
_____	Change of Principal Office
_____	Change of Resident Agent
_____	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent
_____	and Resident Agent's Address
_____	Change of Business Code
_____	Adoption of Assumed Name
_____	Other Change(s)

Credit Card _____ Check ☒ Cash _____

7 Documents on 1 Checks

Approved By: 14

Keyed By: _____

COMMENT(S):

Code _____

Attention: _____

Mail: Name and Address

NEUBERGER, QUINN, GIELEN, RUBIN & GIBBER
27TH FLOOR
ONE SOUTH STREET
BALTIMORE MD 21202-3298

3 of 7

Stamp Work Order and Customer Number HERE

CUST ID: 0003293728
WORK ORDER: 0004510308
DATE: 08-10-2015 10:15 AM
AMT. PAID: \$140.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: July 12, 2015

3. Name of Real Property Entity whose interest is being transferred: Guardian Fund II – Largo 95, LLC

4. Mailing address for Real Property Entity: 6000 Executive Blvd, Suite 400, N. Bethesda MD 20852

5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture
☐ Unincorporated REIT ☐ Other-specify _____

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ ZERO consideration being paid

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	<u>\$18,521,133</u>
b) Non-Maryland Real Property	\$ _____
c) Cash	\$ _____
d) Securities	\$ _____
e) Maryland Tangible Personal Property*	\$ _____

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property \$ _____

g) Other: Attach description and method of valuation \$ _____

9. Gross value of Real Property Entity assets: \$18,521,133

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Prince George's County 1415223 1100 Mercantile Lane
County Name SDAT Account No. Address or brief description

Description of building/improvements: Office building

Title holder if different from Item 3 above:

Consideration attributable to the parcel: \$ ZERO

Parcel 2:*

County Name SDAT Account No. Address or brief description

Description of building/improvements:

Title holder if different from Item 3 above:

Consideration attributable to the parcel: \$

*If more than two parcels, attach a separate sheet and indicate total number of parcels:

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required).

See Attachment

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$ x Item 8a amount = \$ x = \$
Total amount Co. Rate Co. Recordation
Item 9 amount: \$ x 0.5% = \$
Total amount St. Rate State Transfer
\$ x = \$
Total amount St. Rate Co. Transfer

Total Taxes \$ 20.00 (filing fee)

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

GUARDIAN FUND II – Largo 95, LLC, a Delaware limited liability company

By:

Anthony G. LaBarbera, Authorized Person

Signature of authorized filer

Date _____

7/22/15

14. Contact information for this filing:

Robert M. Ercole, Esquire

410-332-8559

Name _____

Telephone

One South Street, 27th Floor,

Baltimore, Maryland

21202

Address

City

State

Zip code

**Attachment To and Made Part of
Report of Transfer of Controlling Interest
Of
Guardian Fund II – Largo 95, LLC**

11. Specify and explain any exemptions authorized by law being claimed with this filing:

The exemption claimed is Section 12-117(c)(3) of the Tax Property Article of the Annotated Code of Maryland which provides that “The recordation tax is not imposed on the transfer of a controlling interest in a real property entity to another business if the ownership interests in the transferee business entity are held by the same persons in the same proportions as in the real property entity the controlling interest of which was transferred.”

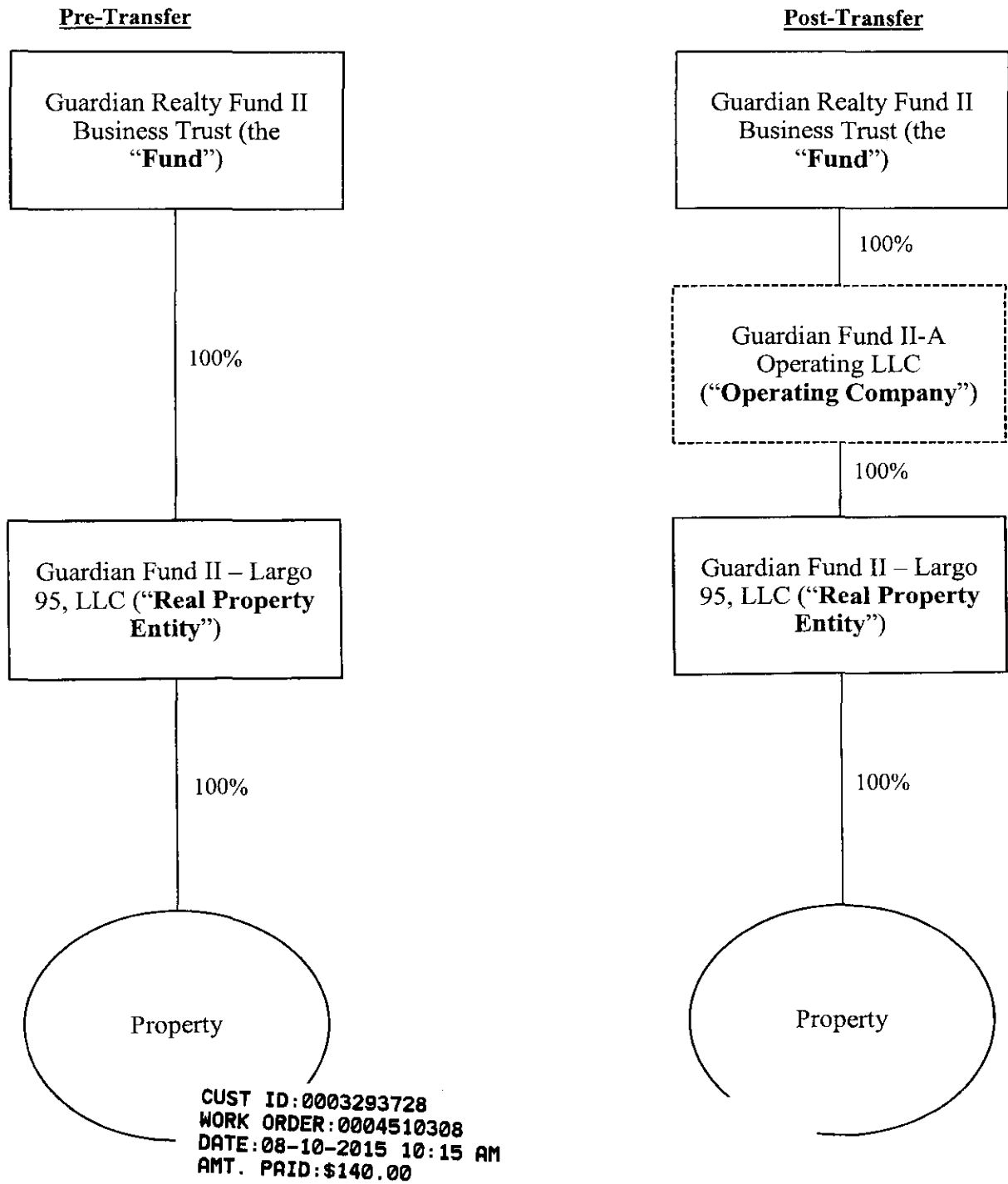
Guardian Fund II – Largo 95, LLC, a Delaware limited liability company (the “**Real Property Entity**”) was 100% owned by Guardian Realty Fund II Business Trust, a Maryland business trust (the “**Fund**”), prior to the transfer.

The Fund has formed Guardian Fund II-A Operating LLC, a Delaware limited liability company (the “**Operating Company**”) which is 100% owned by the Fund. The Fund has contributed 100% of its interests in the Real Property Entity to the Operating Company.

Accordingly, the transfer of the controlling interest in the Real Property Entity is exempt under Section 12-117(c)(3) and corresponding Sections of the Tax-Property Article.

The Structure Chart on the following page depicts the organizational structure before and after the transfer.

STRUCTURE CHART



Dashed lines represent the new Operating Company to which the Fund has transferred its interests in the Real Property Entity.